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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING
PROOF OF CLAIM NUMBER 11534
(MORGAN ADVANCED CERAMICS/DIAMONEX PRODUCTS DIVISION)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Morgan Advanced Ceramics/Diamonex Products Division ("Morgan Advanced") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11534 (Morgan Advanced Ceramics/Diamonex Products Division) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 27, 2006, Morgan Advanced filed proof of claim number 11534 against Delphi Corporation, asserting a secured claim in the amount of \$550,547.81 (the "Claim") arising from the sale of goods.

WHEREAS, on October 26, 2007, the Debtors objected to the Proof of Claim pursuant to the Debtors' Twenty-Second Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Equity Claims, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Claims Subject To Modification That Are Subject To Prior Orders, And Modified Claims Asserting Reclamation That Are Subject To Prior Orders (Docket No. 10738) (the "Twenty-Second Omnibus Claims Objection").

WHEREAS, on November 20, 2007, Morgan Advanced filed its Morgan

Advanced Ceramics/Diamonex Response To Twenty-Second Omnibus Objection (Docket No. 10991) (the "Response").

WHEREAS, on January __, 2008, to resolve the Twenty-Second Omnibus Claims Objection with respect to the Claim, DAS LLC and Morgan Advanced entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC and Morgan Advanced acknowledge and agree that Proof of Claim Number 11534 shall be disallowed and expunged in its entirety.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Morgan Advanced stipulate and agree as follows:

1. Proof of Claim Number 11534 shall be disallowed and expunged in its entirety.
2. Morgan Advanced's Response to the Twenty-Second Omnibus Claims Objection shall be deemed withdrawn with prejudice.

So Ordered in New York, New York, this 23rd day of January, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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